

UNION PACIFIC RAILROAD COMPANY

LAW DEPARTMENT  
165 NORTH CANAL STREET, 8-SOUTH  
CHICAGO, ILLINOIS 60606

RONALD J. CUCHNA  
GENERAL SOLICITOR  
312-559-6690



GEORGE H. BRANT  
312-559-6081  
GEORGE T. BRUGESS  
312-559-6093  
ARVIN G. FUTTERMAN  
312-559-6179  
STUART F. GASSNER  
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RICHARD A. HAYDU  
312-559-6085  
DANIEL R. LA FAVE  
312-559-6077  
LINDA J. PARRILLO  
312-559-6092  
MACK H. SHUMATE, JR.  
312-559-6067

April 17, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Avenues  
Washington, DC 20434

*11779-K*

**RE: Release and Bill of Sale dated April 16, 1996, from The First National Bank of Boston as beneficial owner and successor Trustee, covering Forty-eight (48) GP-50 locomotive units bearing railroad numbers CNW 5050, 5052-5095 and 5097-5099, transferring ownership and releasing the liens created by a Lease of Railroad Equipment dated as of March 1, 1980 between Chicago and North Western Transportation Company as Lessee and Hartford National Bank and Trust Company, as Trustee under a Trust Agreement dated as of December 31, 1979, as Lessor and all related documents thereto and filed with the Interstate Commerce Commission, predecessor to the Surface Transportation Board, as ICC No. 11779**

Dear Mr. Williams:

Pursuant to Section 11301 of the Interstate Commerce Commission Termination Act, enclosed for recordation in connection with the above-referenced transaction are three (3) counterparts of a Release and Bill of Sale covering 48 locomotives dated April 16, 1996.

Enclosed is a check to cover the recording fee. Please assign a sequential recordation number to the Release and Bill of Sale, keep one counterpart for your files and return the remaining counterparts to me, each showing the recordation data.

Thank you for your assistance in this matter.

Sincerely,

*Mack H. Shumate, Jr.*  
MACK H. SHUMATE, JR.  
General Attorney

Enclosures

L:\GENERAL\STB\001

APR 18 2 05 PM '96  
INTERSTATE COMMERCE  
COMMISSION  
RECEIVED

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

4/18/96

Mack H. Shumate, Jr.  
General Attorney  
Union Pacific Railroad Company  
165 North Canal Street 8-South  
Chicago, Illinois 60606

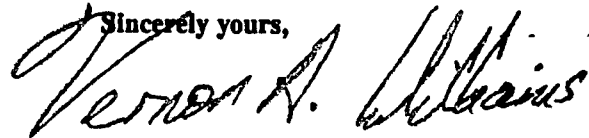
Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/18/96 at 2:10PM, and assigned recordation number(s). ~~1179-K~~ and 11780-L.

11799-K

Sincerely yours,

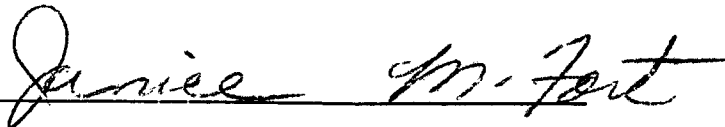


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature





**BANK OF BOSTON**

11779-K

## **RELEASE AND BILL OF SALE**

### **KNOW ALL PERSONS BY THESE PRESENTS:**

That The First National Bank of Boston, not individually but as successor trustee under Trust Agreements both dated December 31, 1979 ("Seller") with its principal place of business at 100 Federal Street, Boston, Massachusetts 02110 for and in consideration of TEN DOLLARS and NO/100, (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, hereby sells, conveys, transfers, assigns and delivers to UNION PACIFIC RAILROAD COMPANY ("Buyer") with its principal place of business at 1416 Dodge Street, Omaha, Nebraska 68179, its successors and assigns, all of Seller's right, title and interest in and to the equipment ("Equipment"), described in Exhibit A attached hereto and made a part hereof, to have and to hold the same.

That there exists (i) a Lease of Railroad Equipment (A) dated as of March 1, 1980, between Chicago and North Western Transportation Company, as Lessee, and The Connecticut Bank and Trust Company, as Trustee under a Trust Agreement dated as of December 31, 1979, as Lessor, covering the lease of certain GM locomotives and (ii) a Lease of Railroad Equipment (B) dated as of March 1, 1980, between Chicago and North Western Transportation Company, as Lessee and Hartford National Bank and Trust Company, as Trustee under a Trust Agreement dated as of December 31, 1979, as Lessor, also covering the lease of certain GM locomotives. The foregoing leases will be referred to as the "Trust Agreements", the Connecticut Bank and Trust Company and Hartford National Bank and Trust Company, individually, as trustees under the Trusts and the Lessors under the Leases, will be referred to as the "Lessors", and Chicago and North Western Transportation Company, the Lessee under the Leases will be referred to as the "original Lessee".

That the Equipment and the Leases are subject to certain liens, encumbrances and security interests (hereinafter, the "Liens") in favor of certain investors (the "Investors") created under, and pursuant to certain Participation Agreements dated as of March 1, 1980, and related documents (the "Participation Agreements") describing the conditional sale indebtedness (the "Indebtedness") created by the Original Lessee, the Lessors, the Investors and other parties, (together, the "CSA Agreements"). Union Pacific Railroad Company (the "Lessee") has succeeded to, and has been assigned, the interests of the Original Lessee under the Leases and in the Equipment. Seller has acquired the beneficial interests of the owners under the Trusts and in the Leases and the Equipment.

By separate agreement (the "Sale Agreement") between the Seller, for and on behalf of the Lessors, and the Lessee, the Lessee has exercised its right to purchase the Equipment under Section 13 of the respective Leases.

That the undersigned in its capacity as a Trustee under the applicable Trust Agreements, and subject to the provisions of the Sale Agreement, hereby releases the Lessee and the Equipment from all obligations under the participation Agreements, the Indebtedness, the CSA Agreements, the Leases and the Trust Agreements and agrees to file this Release and Bill of Sale with the Surface Transportation Board as sub-filings under 11779 and 11780 respectively.

It is understood and agreed between Buyer and Seller that the Equipment is sold AS IS, WHERE IS, and WITH ALL FAULTS. SELLER WARRANTS TO BUYER, ITS SUCCESSORS AND ASSIGNS THAT SELLER IS THE LAWFUL OWNER OF THE EQUIPMENT AND HAS FULL LEGAL TITLE TO THE EQUIPMENT FREE OF ALL LIENS, CLAIMS, ENCUMBRANCES, MORTGAGES, PLEDGES, SECURITY INTERESTS, LEASES, DISPOSITIONS OF TITLE OR OTHER CHARGES OR CLAIMS OR RIGHT OF OTHERS OF ANY KIND ARISING BY OR THROUGH SELLER. WITH THE SOLE EXCEPTION OF THE FOREGOING THE SELLER HEREBY DISCLAIMS ANY AND ALL WARRANTIES WHATSOEVER, EITHER EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, THE WARRANTY OF MERCHANTABILITY AND FITNESS FOR USE OR FOR A PARTICULAR PURPOSE.

Seller covenants and agrees that it will defend such title to the Equipment against the demands of all persons whomsoever.

IN WITNESS WHEREOF, Seller has caused this Release and Bill of Sale to be executed by its duly authorized officer of this 16th day of April, 1996.

THE FIRST NATIONAL BANK OF BOSTON

By: *Frederic G. Van Buren*

Title: *Authorized Officer*

**EXHIBIT A**

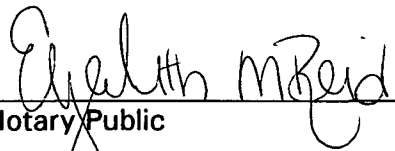
Forty-eight (48) GP-50 locomotives manufactured by the Electro-Motive Division of General Motors numbers CNW 5050, 5052-5095, 5097-5099.

**VERIFICATION**

State of Massachusetts

County of Suffolk

On this 16th day of April, 1996 before me personally appeared, Terrence McGinnis, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of The First National Bank of Boston (the "Bank") that said instrument was signed on behalf of said Bank by authority of its Board of Directors, and that his execution of the foregoing instrument was the free act and deed of said Bank.

  
\_\_\_\_\_  
Notary Public

ELIZABETH M. REID  
Notary Public  
My Comm. Expires Dec. 27, 2002

My Commission Expires: \_\_\_\_\_



Chicago and North Western  
Transportation Company  
XXXXXXXXXX  
Railway



August 30, 1994

File: A-11381-A  
EOC: 0-016

One North Western Center  
Chicago, Illinois 60606

Office of the Secretary  
312.559.6156

Mr. Sidney Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RE: Lease of Railroad Equipment (A) between Chicago and North Western Transportation Company (Lessee) and The Connecticut Bank and Trust Company, as Trustee Under a Trust Agreement, (Lessor) dated as of March 1, 1980. Amendment Agreement (A) dated March 1, 1980 among Chicago and North Western Transportation Company (Lessee), Mercantile-Safe Deposit and Trust Company (Agent), the Connecticut Bank and Trust Company (Trustee) under a Trust Agreement (A) dated as of December 31, 1979, with Beneficial Finance Leasing Corporation and Ingersoll-Rand Financial Corporation (collectively the Owners) and General Motors Corporation (Electro-Motive Division) (Builder). Amendment Agreement (A2) dated as of October 1, 1980, among Chicago and North Western Transportation Company (Lessee), Mercantile-Safe Deposit and Trust Company (Agent), the Connecticut Bank and Trust Company (Trustee), under a Trust Agreement (A) dated as of December 31, 1979, with Beneficial Finance Leasing Corporation and Ingersoll-Rand Financial Corporation (collectively Owners), and General Motors Corporation (Electro-Motive Division) (Builder).

ICC Recordation No.: 11779

Dear Mr. Strickland:

In connection with the above agreements, please be advised that the name of Chicago and North Western Transportation Company was changed to Chicago and North Western Railway Company effective May 6, 1994, pursuant to the Certificate of Amendment of Restated Certificate of Incorporation of Chicago and North Western Transportation Company filed with the State of Delaware on May 5, 1994.

Sincerely,

  
K. A. Dombrowski  
Assistant Secretary

STATE OF ILLINOIS )  
                              ) SS.  
COUNTY OF COOK    )

On this 30th day of August, 1994, before me personally appeared K. A. Dombrowski, to me personally known, who, by me being duly sworn, says that she is Assistant Secretary of Chicago and North Western Railway Company and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires: April 12, 1995

